

P0100002114

Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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To:

Division of Corporations
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Account Name : FLEMING, HAILE & SHAW, P.A.
Account Number : 076326003550
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FLORIDA PROFIT CORPORATION OR P.A.

eMR systems, inc.

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ARTICLES OF INCORPORATION
OF
eMR systems, inc.

The undersigned, acting as the Incorporator of a corporation (the "Corporation") under the laws of the State of Florida as contained in the "Florida Business Corporation Act", Chapter 607 of the Florida Statutes, as amended, does hereby adopt the following Articles of Incorporation for the Corporation:

1. The name of the Corporation is eMR systems, inc.
2. The initial mailing address of the Corporation is:

11780 U.S. Highway One, Suite 300
North Palm Beach, Florida 33408
3. The Corporation shall have perpetual existence.
4. The aggregate number of shares which the Corporation shall have authority to issue is Ten Million (10,000,000) shares of common stock having a par value of .01 Cents, all of one class.
5. The address of the initial registered office of the Corporation is 11780 U.S. Highway One, Suite 300, North Palm Beach, Florida 33408. The Registered Agent at that address is Oren S. Tasini.
6. The name of the Incorporator is Oren S. Tasini and his address is 11780 U.S. Highway One, Suite 300, North Palm Beach, Florida 33408.
7. The initial director of the Corporation shall be Phillip A. Smith, M.D.
8. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any rights conferred upon the shareholders are subject to these reservations.
9. The effective date of the Corporation shall be the date of the execution of these Articles of Incorporation by the undersigned, provided these Articles are filed with the Florida Department of State within the time allowed by law.

IN WITNESS WHEREOF, the undersigned has this 26th day of February, 2001 made and subscribed these Articles of Incorporation for the uses and purposes aforesaid.



Incorporator

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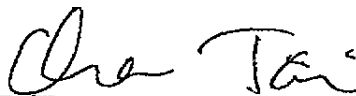
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ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED HEREBY accepts his appointment as Registered Agent of the aforesaid Corporation. He is familiar with, and accepts, the obligations of, Section 607.0505 of the Florida Statutes.



Oren S. Tasini

ACKNOWLEDGMENT

STATE OF FLORIDA

SS:

COUNTY OF PALM BEACH

BEFORE ME personally appeared Oren S. Tasini who produced the following identification _____; who is personally known to me; and who acknowledged before me that he executed the foregoing Articles of Incorporation as his free act and deed for the uses and purposes set forth therein.

WITNESS my hand and official seal, at North Palm Beach, Florida, this 26th day of February, 2001.

SEAL:



Lori A. Chiaizola
MY COMMISSION # CC715596 EXPIRES
February 10, 2002
BONDED THRU TROY FAIR INSURANCE, INC.


Notary Public

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